

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (KJC)

Jointly Administered

**NO ORDER REQUIRED  
CERTIFICATION OF NO OBJECTION TO THE ONE HUNDRED AND FORTY-  
NINTH MONTHLY FEE APPLICATION OF KRAMER LEVIN NAFTALIS &  
FRANKEL LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY  
SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF  
DISBURSEMENTS FOR THE PERIOD  
JANUARY 1, 2014 THROUGH JANUARY 31, 2014  
[RE: DOCKET NO. 31975]**

On April 2, 2014, Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), counsel to the Official Committee of Equity Security Holders, filed its One Hundred and Forty-Ninth Monthly Fee Application for Compensation and Reimbursement of Disbursements [Docket No. 31975] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Time) on April 22, 2014. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$15,374.00 which represents 80% of

the fees (\$19,217.50) and \$21.20 which represents 100% of the expenses, requested in the Application for the period January 1, 2014 through January 31, 2014, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

**SAUL EWING LLP**

By: /s/ Teresa K.D. Currier  
Teresa K. D. Currier (No. 3080)  
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-and-

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**  
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*Counsel to the Official Committee  
of Equity Security Holders*

Dated: April 28, 2014